

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

GAESA, 5

-----X
AURELIUS CAPITAL PARTNERS, LP
and AURELIUS CAPITAL MASTER, LTD.,

Plaintiffs

-against-

THE REPUBLIC OF ARGENTINA,

Defendant.
-----X

AURELIUS CAPITAL PARTNERS, LP
and AURELIUS CAPITAL MASTER, LTD.,

Plaintiffs

-against-

THE REPUBLIC OF ARGENTINA,

Defendant.
-----X

BLUE ANGEL CAPITAL I LLC,

Plaintiff

-against-

THE REPUBLIC OF ARGENTINA,

Defendant.
-----X

AURELIUS CAPITAL MASTER, LTD. and
ACP MASTER, LTD.,

Plaintiffs

-against-

THE REPUBLIC OF ARGENTINA,

Defendant.
-----X

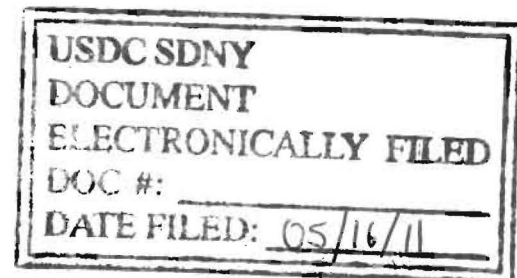
ATTACHMENT ORDER

No. 07 Civ. 2715 (TPG)

No. 07 Civ. 11327 (TPG)

No. 07 Civ. 2693 (TPG)

No. 09 Civ. 8757 (TPG)



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AURELIUS CAPITAL MASTER, LTD. and	:
ACP MASTER, LTD.,	:
	:
Plaintiffs	:
	:
-against-	:
	:
THE REPUBLIC OF ARGENTINA,	:
	:
Defendant.	:
-----X	
AURELIUS OPPORTUNITIES FUND II, LLC	:
and AURELIUS CAPITAL MASTER, LTD.,	:
	:
Plaintiffs	:
	:
-against-	:
	:
THE REPUBLIC OF ARGENTINA,	:
	:
Defendant.	:
-----X	
AURELIUS OPPORTUNITIES FUND II, LLC	:
and AURELIUS CAPITAL MASTER, LTD.,	:
	:
Plaintiffs	:
	:
-against-	:
	:
THE REPUBLIC OF ARGENTINA,	:
	:
Defendant.	:
-----X	
AURELIUS CAPITAL MASTER, LTD. and	:
AURELIUS OPPORTUNITIES FUND II, LLC,	:
	:
Plaintiffs	:
	:
-against-	:
	:
THE REPUBLIC OF ARGENTINA,	:
	:
Defendant.	:
-----X	

No. 09 Civ. 10620 (TPG)

No. 10 Civ. 1602 (TPG)

No. 10 Civ. 3507 (TPG)

No. 10 Civ. 3970 (TPG)

-----X	
BLUE ANGEL CAPITAL I LLC,	:
	:
Plaintiff	:
	:
-against-	:
	:
THE REPUBLIC OF ARGENTINA,	:
	:
Defendant.	:
-----X	
BLUE ANGEL CAPITAL I LLC,	:
	:
Plaintiff	:
	:
-against-	:
	:
THE REPUBLIC OF ARGENTINA,	:
	:
Defendant.	:
-----X	
AURELIUS CAPITAL MASTER, LTD. and	:
AURELIUS OPPORTUNITIES FUND II, LLC,	:
	:
Plaintiffs	:
	:
-against-	:
	:
THE REPUBLIC OF ARGENTINA,	:
	:
Defendant.	:
-----X	

No. 10 Civ. 4101 (TPG)

No. 10 Civ. 4782 (TPG)

No. 10 Civ. 8339

ATTACHMENT ORDER

Plaintiffs Aurelius Capital Master, Ltd., Aurelius Capital Partners, LP, ACP Master, Ltd., Aurelius Opportunities Fund II, LLC (the “Aurelius Plaintiffs”), and Blue Angel Capital I LLC (“Blue Angel”), collectively “Plaintiffs”, pursuant to Rules 4.1 and 64 of the Federal Rule of Civil Procedure (“Fed. R. Civ. P.”), Article 62 of the New York Civil Practice Law and Rules (“N.Y. C.P.L.R.”), and Section 1610 of the Foreign Sovereign Immunities Act,

28 U.S.C. § 1610; and

Upon all pleadings, papers and evidence submitted in connection with the Order to Show Cause dated May 16, 2011, and the accompanying Memorandum of Law and Declaration, and the exhibits attached thereto, and upon it appearing that Plaintiffs have met the criteria for pre- and post-judgment attachment in the above-captioned actions in that:

1. Aurelius Capital Master, Ltd. was awarded two Final Judgments against the Republic of Argentina ("Republic"), namely:
 - On April 28, 2008 in No. 07 Civ. 2715, in the amount of \$82,946,183, which, as of May 13, 2011, has accrued post-judgment interest in the amount of \$4,834,433;
 - On June 13, 2008 in No. 07 Civ. 11327, in the amount of \$58,084,131, which, as of May 13, 2011, has accrued post-judgment interest in the amount of \$3,699,234.
2. Aurelius Capital Partners, LP was awarded two Final Judgments against the Republic, namely:
 - On April 28, 2008 in No. 07 Civ. 2715, in the amount of \$112,848,024, which, as of May 13, 2011, has accrued post-judgment interest in the amount of \$6,577,230;
 - On June 13, 2008 in No. 07 Civ. 11327, in the amount of \$70,456,464, which, as of May 13, 2011, has accrued post-judgment interest in the amount of \$4,487,198.
3. Blue Angel Capital I LLC was awarded a Final Judgment against the Republic, namely:
 - On April 28, 2008 in No. 07 Civ. 2693, in the amount of \$229,654,415, which, as of May 13, 2011, has accrued post-judgment interest in the amount of \$13,385,170.
4. The sum of the Aurelius Capital Master, Ltd., Aurelius Capital Partners, LP, and Blue Angel Capital I LLC's final judgments (collectively, the "Final Judgments" in the "Post-Judgment Actions"), plus accrued post-judgment interest, is \$586,972,482.
5. There exist eight valid causes of action pending before this Court for money judgments in favor of Aurelius Capital Master, Ltd., ACP Master, Ltd., Aurelius Opportunities Fund II, LLC, and Blue Angel Capital I LLC for the sum of \$581,041,870, as a result of the Republic's default on certain Argentine bonds in 2001 (the "Pending Aurelius and Blue Angel Actions"), namely:

- *Aurelius Capital Master, Ltd. and ACP Master, Ltd. v. Republic of Argentina*, No. 09 Civ. 8757, in which a complaint was filed on October 15, 2009, and \$19,750,000 in original principal, plus prejudgment interest (which Aurelius Capital Master, Ltd. calculates is \$40,665,309 as of May 13, 2011), is claimed by Aurelius Capital Master, Ltd., and \$10,200,000 in original principal, plus prejudgment interest (which ACP Master, Ltd. calculates is \$21,389,055 as of May 13, 2011), is claimed by ACP Master, Ltd.
- *Aurelius Capital Master, Ltd. and ACP Master, Ltd. v. Republic of Argentina*, No. 09 Civ. 10620, in which a complaint was filed on December 31, 2009, and \$35,951,000 in original principal, plus prejudgment interest (which Aurelius Capital Master, Ltd. calculates is \$74,987,616 as of May 13, 2011), is claimed by Aurelius Capital Master, Ltd., and \$18,139,614 in original principal, plus prejudgment interest (which ACP Master, Ltd. calculates is \$37,859,786 as of May 13, 2011), is claimed by ACP, Master, Ltd.
- *Aurelius Opportunities Fund II, LLC and Aurelius Capital Master, Ltd. v. Republic of Argentina*, No. 10 Civ. 1602, in which a complaint was filed on February 26, 2010 and \$3,299,773 in original principal, plus prejudgment interest (which Aurelius Capital Master, Ltd. calculates is \$6,970,042 as of May 13, 2011) is claimed by Aurelius Capital Master, Ltd., and \$3,557,000 in original principal, plus prejudgment interest (which Aurelius Opportunities Fund II, LLC calculates is \$7,414,716 as of May 13, 2011) is claimed by Aurelius Opportunities Fund II, LLC.
- *Aurelius Capital Master, Ltd. and Aurelius Opportunities Fund II, LLC v. Republic of Argentina*, No. 10 Civ. 3507, in which a complaint was filed on April 27, 2010 and \$10,917,320 in original principal, plus prejudgment interest (which Aurelius Capital Master, Ltd. calculates is \$22,472,167 as of May 13, 2011) is claimed by Aurelius Capital Master, Ltd., and \$9,647,833 in original principal, plus prejudgment interest (which Aurelius Opportunities Fund II, LLC calculates is \$19,952,571 as of May 13, 2011) is claimed by Aurelius Opportunities Fund II, LLC.
- *Aurelius Capital Master, Ltd. and Aurelius Opportunities Fund II, LLC v. Republic of Argentina*, No. 10 Civ. 3970, in which a complaint was filed on May 13, 2010 and \$7,181,781 in original principal, plus prejudgment interest (which Aurelius Capital Master, Ltd. calculates is \$14,820,031 as of May 13, 2011) is claimed by Aurelius Capital Master, Ltd., and \$14,099,000 in original principal, plus prejudgment interest (which Aurelius Opportunities Fund II, LLC calculates is \$29,115,732 as of May 13, 2011) is claimed by Aurelius Opportunities Fund II, LLC.
- *Blue Angel Capital I LLC v. Republic of Argentina*, No. 10 Civ. 4101, in which a complaint was filed on May 19, 2010, and \$11,522,724 in original

principal, plus prejudgment interest (which Plaintiff calculates is \$24,375,557 as of May 13, 2011), is claimed by Blue Angel Capital I LLC.

- *Blue Angel Capital I LLC v. Republic of Argentina*, No. 10 Civ. 4782, in which a complaint was filed on June 18, 2010, and \$46,043,755 in original principal, plus prejudgment interest (which Plaintiff calculates is \$57,812,432 as of May 13, 2011), is claimed by Blue Angel Capital I LLC.
 - *Aurelius Capital Master, Ltd. and Aurelius Opportunities Fund II, LLC v. Republic of Argentina*, No. 10 Civ. 8339, in which a complaint was filed on November 4, 2010, and \$2,721,000 in original principal, plus prejudgment interest (which Aurelius Capital Master, Ltd. calculates is \$5,691,862 as of May 13, 2011) is claimed by Aurelius Capital Master, Ltd., and \$7,919,000 in original principal, plus prejudgment interest (which Aurelius Opportunities Fund II, LLC calculates is \$16,565,196 as of May 13, 2011) is claimed by Aurelius Opportunities Fund II, LLC.
6. It is probable that Aurelius Capital Master, Ltd., ACP Master, Ltd., Aurelius Opportunities Fund II, LLC and Blue Angel Capital I LLC will succeed on the merits of their claims to recover at least \$581,041,870, which is the sum of (a) the original principal amounts claimed in the Pending Aurelius and Blue Angel Actions, and (b) the amount of prejudgment interest that Aurelius Capital Master, Ltd., ACP Master, Ltd., Aurelius Opportunities Fund II, LLC, and Blue Angel Capital I LLC calculate they are owed as of May 13, 2011 in those Actions.
 7. There are sufficient grounds for an order of attachment pursuant to N.Y. C.P.L.R. § 6201(1) & (3) in that the Republic is a foreign state neither resident in nor qualified to do business in the State of New York, and has repeatedly demonstrated its willingness to remove its assets from the jurisdiction of this Court to evade its judgment creditors.
 8. The Republic has no counterclaims for damages against Plaintiffs in the Pending Aurelius and Blue Angel Actions.
 9. The Republic is a foreign state, as defined in 28 U.S.C. § 1603 and Plaintiffs Aurelius Capital Master, Ltd., Aurelius Capital Partners, LP, and Blue Angel Capital I LLC, have each, as set forth above, been awarded a money judgment against the Republic (the "Post-Judgment Plaintiffs"). Therefore, pursuant to N.Y. C.P.L.R. § 6205 & 6211, Post-Judgment Plaintiffs may obtain attachments in aid of execution in the Post-Judgment Actions in the amount of at least \$586,972,482, which is the sum of the Final Judgments in the Post-Judgment Actions, plus accrued post-judgment interest.
 10. The Republic has both waived and pledged not to assert any immunity from prejudgment attachment to which it or its assets might have been entitled in connection with the Pending Aurelius and Blue Angel Actions and the Post-Judgment Actions, and further, the property to which this order of attachment is

directed is in the United States and used for commercial activity in the United States.

NOW, on the motion of the Plaintiffs, and based upon the previously posted undertaking, referred to below, **IT IS HEREBY**:

ORDERED that the Plaintiffs' motion for an order of attachment is granted in its entirety, effective, unless earlier vacated, through the entry of an execution or post-judgment attachment or order pursuant to 28 U.S.C. § 1610(c) following entry of a judgment for the Plaintiffs in the Pending Aurelius and/or Blue Angel Actions; and

IT IS FURTHER ORDERED that the amount to be secured by this Order is \$1,168,014,352, the sum of (a) the original principal amounts claimed in the Pending Aurelius and Blue Angel Actions, (b) the amount of prejudgment interest that Aurelius Capital Master, Ltd., ACP Master, Ltd., Aurelius Opportunities Fund II, LLC, and Blue Angel Capital I LLC calculate they are owed as of May 13, 2011 in those Actions, and (c) the Final Judgment amount in favor of the Post-Judgment Plaintiffs in the Post-Judgment Actions, plus post-judgment interest on any unpaid portion thereof at the rate(s) specified in 28 U.S.C. § 1961;

IT IS FURTHER ORDERED that the Plaintiffs' attorneys and their respective employees are hereby specially appointed pursuant to Fed. R. Civ. P. 4.1, in addition to the U.S. Marshals Service for the Southern District of New York (the "U.S. Marshals"), to serve on the Republic as judgment debtor and/or any garnishee located within the jurisdiction of this Court, this attachment order issued on this date pursuant to Fed. R. Civ. P. 64, §§ 6201, 6202, 6205 & 6211 of the N.Y. C.P.L.R., and the Foreign Sovereign Immunities Act, 28 U.S.C. §§ 1601 *et seq.*, thereby levying upon the property that is the subject of this Order pursuant to N.Y. C.P.L.R. § 6214 so as to maintain priority pursuant to N.Y. C.P.L.R. § 5234 in relation to other creditors of the Republic;

IT IS FURTHER ORDERED that the U.S. Marshals Service for the Southern District of New York, and/or any person appointed to act in his place and stead, including Plaintiffs' attorneys and their employees as specially appointed pursuant to Fed. R. Civ. P. 4.1, shall levy upon, but refrain from taking into actual custody pending further order of this Court, the following property, such as will satisfy the above-mentioned sum of \$1,168,014,352:

All property interests of any kind held by the Republic, directly or indirectly, in any United States patent or patent application (such patents or patent applications collectively referred to hereafter as any "US Patent"), including but not limited to (i) any ownership interest in a US Patent as inventor, assignee or co-assignee or any right of assignment of any such ownership interest, whether held in whole or in part or directly or indirectly, and (ii) any right to receive, assign, sell or transfer any royalties, licensing rights or fees or any other exploitation rights or fees from any licensee, sub-licensee, joint venture partner, business partner and/or any person or entity whatsoever, whether held in whole or in part or directly or indirectly in relation to any US Patent (items (i) and (ii) collectively hereafter referred to as "US Patent Interests"), including any US Patent Interests held by, for or in the name of any of the following: (1) Agencia Nacional de Promocion Cientifica y Tecnologica ("ANPCT"); (2) Consejo Nacional de Investigaciones Cientificas y Tecnicas ("CONICET"); (3) Comision Nacional de Energia Atomica ("CNEA"); (4) Instituto Nacional de Tecnologia Agropecuaria ("INTA"); or (5) Instituto Nacional de Tecnologia Industrial ("INTI");

IT IS FURTHER ORDERED that the attachment bond of \$75,000 previously posted by Aurelius Capital Master, Ltd. and ACP Master, Ltd. shall satisfy Plaintiffs' bonding requirements for this Attachment Order, of which the total amount is on condition that the Plaintiffs pay Defendant's costs and damages, including reasonable attorneys' fees, that may be sustained by reason of this Attachment Order if it is decided that the Plaintiffs are not entitled to an attachment of the property described above and are ordered to compensate Defendant;

IT IS FURTHER ORDERED that any garnishee statements that may be required by N.Y. C.P.L.R. § 6219 shall be served via email and first class mail, within 10 days of service of this Attachment Order, upon: Susan M. Cordaro, Esq., Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017;

IT IS FURTHER ORDERED that the Plaintiffs shall: (a) move within 10

days after the levy hereunder, or upon such other date as the Court may set, for an order confirming this Attachment Order; (b) give notice of the motion to the Republic, by serving its counsel, Carmine D. Boccuzzi, Jr., Esq. of Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, New York, 10006, via hand delivery; and (c) give notice of the motion, via hand delivery or certified mail, return receipt requested, to any garnishee(s) that have submitted a statement pursuant to N.Y. C.P.L.R. § 6219 disclosing that they are or may be in possession of property or debts subject to this Order. If no such motion is made, this Attachment Order and any levy hereunder shall have no further effect and shall be vacated on motion;


IT IS FURTHER ORDERED that you, your agents, subdivisions, servants, officers, employees, and attorneys, and all persons in possession of the property and/or debts described above, and all persons acting in concert or participation with the foregoing, and all persons receiving actual notice of this Attachment Order by personal service or otherwise, are hereby **ENJOINED AND RESTRAINED** until further Order from this Court from directly or indirectly transferring, or ordering, directing or requesting or assisting in the transfer, or in any other way affecting the value of the US Patent Interests within the scope of this Attachment Order;

IT IS FURTHER ORDERED that pursuant to N.Y. C.P.L.R. § 6214, the levy effected pursuant to service of this Attachment Order on any garnishee located within the jurisdiction of this Court is extended until 30 days following final resolution of Plaintiffs' application with respect to this Attachment Order, including any related appeals, proceedings on remand, and any subsequent appeals;

IT IS FURTHER ORDERED that opposing papers if any are to be served upon counsel for Plaintiffs, Susan M. Cordaro, Esq., Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017.

Dated: New York, New York

May 16, 2011


United States District Judge